



H. Peter Haveles, Jr.

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November 15, 2023

**VIA ECF**

Honorable Richard G. Andrews  
United States District Court  
J. Caleb Boggs Federal Building  
844 N. King Street  
Wilmington, DE 19801

Re: GLD Partners, L.P. v. Sagaliam Acquisition Corp. – No. 1:23-cv-01266-RGA

Dear Judge Andrews:

We are co-counsel for plaintiffs GLD Partners, L.P. And GLD Sponsor Member LLC.

We write in response to the letter dated November 15, 2023 from Kelli Austin, one of the co-trustees of BN Holdings Trust, the owner of Sagaliam Sponsor, LLC, the sponsor of defendant Sagaliam Acquisition Corp. (“Sagaliam”). Dkt. 15. Specifically, we address the misstatements in Ms. Austin’s letter.

First, as reflected by the certificate of service and proof of service submitted by plaintiff’s process server, Dkt. 8,12, plaintiffs properly served the registered agent CSC, which is registered with Delaware Secretary of State. In that regard, the contact person at CSC has not been changed because of the negligence of Ms. Austin. Specifically, when GLD became aware that Sagaliam had not changed the contact for Sagaliam Acquisition Corp., Mr. Grant Reynolds of GLD wrote Ms. Austin on November 2, 2023, advising her of the fact, and Ms. Austin said thank you. That email exchange is annexed hereto. However, Ms. Austin took no action to correct the contact person. Consequently, Ms. Austin’s attempt to attack the validity of the service on Sagaliam by accusing GLD of failing to provide her with documents has no factual basis. Further, after CSC sent notice of service to the contact person, Mr. Reynolds passed that notice on to Ms. Austin.

Thus, there is nothing improper or invalid about plaintiff’s service on the registered agent. *See JumpCrew, LLC v. Bizconnect, Inc.*, 2022 WL 2828174, at \*5 (Del. Super. Ct. July 5, 2022).

Second, Sagaliam has been on actual notice at all times not only of this action, but of plaintiffs’ motion and this Court’s Order and the plaintiffs’ motion for a temporary restraining order, since November 8 and 9, 2023, well before my November 14, 2023 letter. Dkt. 13.

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Third, Sagaliam's request for an adjournment of the time to file papers to November 28, 2023 has no justification and would be prejudicial. Ms. Austin does not address the fact that the special meeting of shareholders is scheduled for November 23, 2023. Her postponement of the time to respond to plaintiffs' motion, particularly in light of this Court's November 9 Order (Dkt. 11), would result in a *de facto* denial of the motion for provisional relief. If there was actually a problem retaining counsel, Sagaliam had a duty to advise the Court on November 9 or 10, not two days after the deadline set forth in the November 9 Order expired. Sagaliam's failure to do so undermines Sagaliam's claim of good faith.<sup>1</sup>

Thank you for Your Honor's consideration.

Respectfully,

*/s/ H. Peter Haveles, Jr.*

H. Peter Haveles, Jr.

cc: Sean J. Bellew, Esq.  
Ms. Kelli Austin (via email)

Enclosure

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<sup>1</sup> We acknowledge that Ms. Austin left a voice message yesterday for my co-counsel Mr. Bellew. He was not in the office yesterday and this morning, and he inadvertently did not retrieve the message until this afternoon. However, that oversight does not lend any weight to Sagaliam's request to the Court.

**David, Donald (Ptnr-NY)**

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**From:** Grant Reynolds <GR Reynolds@glldp.com>  
**Sent:** Wednesday, November 15, 2023 2:47 PM  
**To:** David, Donald (Ptnr-NY)  
**Cc:** Daniel Gordon  
**Subject:** Fw: Notice of Service of Process - Transmittal Number:27929316

**[External to Akerman]**

At the request of Dan Gordon, please see below.

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**From:** Kelli Austin <kellidaustin@gmail.com>  
**Sent:** Thursday, November 2, 2023 8:45 AM  
**To:** Grant Reynolds <GR Reynolds@glldp.com>  
**Cc:** Barry Kostiner <bkostiner@legacyeducation.com>; Barry Kostiner <barrykostiner@legacyea.com>  
**Subject:** Re: Notice of Service of Process - Transmittal Number:27929316

Thank you.  
Sent from my iPhone

On Nov 2, 2023, at 3:56 AM, Grant Reynolds <GR Reynolds@glldp.com> wrote:

Dear Mr. Kostiner and Ms. Austin

Please contact CSC Global, the Delaware Registered Agent for Sagaliam Acquisition Corp., and ensure that they have your updated contact information on file.

Thank you.

Grant

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**From:** Daniel Gordon <dgordon@glldp.com>  
**Sent:** Wednesday, November 1, 2023 3:06 PM  
**To:** Grant Reynolds <GR Reynolds@glldp.com>  
**Subject:** FW: Notice of Service of Process - Transmittal Number:27929316

Can you please write to Sagaliam and ask that they change the notification information with the Delaware Registered Agent?

Thanks.

**From:** sop@cscglobal.com <sop@cscglobal.com>  
**Sent:** Wednesday, November 1, 2023 2:58 PM

**To:** Daniel Gordon <[dgordon@glldp.com](mailto:dgordon@glldp.com)>  
**Subject:** Notice of Service of Process - Transmittal Number:27929316



## NOTICE OF SERVICE OF PROCESS

### Transmittal Number: **27929316**

(Click the Transmittal Number to view your SOP)

Pursuant to client instructions, we are forwarding this summary and Notice of Service of Process.

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<b>Entity:</b>	Sagalam Acquisition Corp.
<b>Entity I.D. Number:</b>	4179833
<b>Entity Served:</b>	Sagalam Acquisition Corp.
<b>Title of Action:</b>	Supraeon Investments Limited vs. Sagalam Acquisition Corp.
<b>Matter Name/ID:</b>	Supraeon Investments Limited vs. Sagalam Acquisition Corp. (148020C)
<b>Document(s) type:</b>	Summons/Complaint
<b>Nature of Action:</b>	Contract
<b>Court/Agency:</b>	Superior Court, Delaware
<b>Case/Reference No:</b>	N23C-O9-131 SKR
<b>Jurisdiction Served:</b>	Delaware
<b>Date Served on CSC</b>	10/31/2023
<b>Answer or Appearance Due:</b>	20 Days
<b>Originally Served On:</b>	CSC
<b>How Served:</b>	Personal Service

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### Sender Information:

Bellew LLC  
302-353-4951

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### Primary Contact:

Daniel Gordon  
GLD Partners, LP

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### Electronic copy provided to:

[dgordon@glldp.com](mailto:dgordon@glldp.com)

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### NOTES:

To review other documents in this matter, please link to CSC's Matter Management Services at  
[www.cscglobal.com](http://www.cscglobal.com)

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Information contained on this transmittal form is for record keeping, notification and forwarding the attached document(s). It does not constitute a legal opinion. The recipient is responsible for interpreting the document(s) and taking appropriate action.

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**251 Little Falls Drive, Wilmington, Delaware 19808-1674**  
**(888) 690-2882 | [sop@cscglobal.com](mailto:sop@cscglobal.com)**